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Reply To: Cocoa P.O. Box

Mariner Square  
96 Willard Street, Suite 302  
P.O. Box 1807  
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\*Admitted PA, VA, TN only

July 22, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002597688--3  
-07/24/98--01062--002  
\*\*\*1837.50 \*\*\*1837.50

RE: **BREVARD BAYSIDE PROPERTIES, LTD.**

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the proposed Certificate of Limited Partnership for the above named limited partnership, Affidavit, Certificate of Acceptance of Registered Agent, and a check in the amount of \$1,837.50 to cover the following:

Filing Fee	\$ 1,750.00
Certified copy of Certificate of Limited Partnership	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 1,837.50

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JUL 24 PM 3:03  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

After these documents have been filed, please return a certified copy to the undersigned at the post office box noted above.

If you have any questions concerning the foregoing, please do not hesitate to contact us.

Sincerely,

*David M. Presnick*  
David M. Presnick

Enclosures

cc: Michael Selig (w/o enc)

Name	<i>MBH</i>
Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Updater Verifier	<i>MBH</i>
Acknowledgement	<i>MBH</i>
W. P. Verifier	<i>MBH</i>

A98-1769

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BREVARD BAYSIDE PROPERTIES, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and the Revised Uniform Partnership Act of 1995 (the "Partnership Acts") and being duly sworn does certify as follows:

1. The name of the Partnership is **BREVARD BAYSIDE PROPERTIES, LTD.**
2. The principal place of business of the Partnership is located at 200 Willard Street, Cocoa, Florida 32922. The name of the registered agent of the Partnership at such address is Michael Selig.

3. The name and address of the general partner is as follows:

*Palm Bay Development Corporation*      *P98-51208*  
200 Willard Street  
Cocoa, Florida 32922

4. The mailing address of the Partnership is 200 Willard Street, Cocoa, Florida 32922.
5. The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business by the State of Florida and shall continue until 12:00 o'clock noon on January 1, 2030, unless sooner terminated pursuant to the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General Partner this 13<sup>th</sup> day of July, 1998.

Witnesses:

"GENERAL PARTNER"

**PALM BAY DEVELOPMENT  
CORPORATION**, a Florida corporation

*Barbara Steele*  
*Doug T. [Signature]*

*Ben Jefferies*  
Ben Jefferies, President

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98 JUL 24 PM 3:03

Barbara Stule

Donny T. L.

Michael Selig, Secretary

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of July, 1998, by Ben Jefferies and Michael Selig, who are known to me to be the President and Secretary, respectively, of Palm Bay Development Corporation, and who did take an oath.

Donna Watkins  
NOTARY PUBLIC

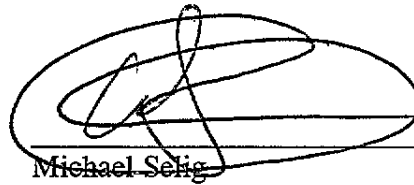


Donna Watkins  
My Commission CC584047  
Expires Oct. 08, 2000

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98 JUL 24 PM 3:03

**CERTIFICATE OF ACCEPTANCE OF REGISTERED**  
**AGENT AND STREET ADDRESS FOR**  
**SERVICE OF PROCESS**

Pursuant to Section 48.061, *Florida Statutes*, I hereby accept the foregoing designation as registered agent of **BREVARD BAYSIDE PROPERTIES, LTD.** for service of process within the State of Florida at 200 Willard Street, Cocoa, Florida 32922.

  
Michael Selig

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**AFFIDAVIT**

The undersigned, being the General Partner of **BREVARD BAYSIDE PROPERTIES, LTD.**, a Florida limited partnership, hereby certifies that the limited partners of the Partnership will be contributing certain property to the Partnership, the value of which is \$ 50,000.00. An additional \$3,000,000.00 is anticipated.

Witnesses:

"GENERAL PARTNER"

**PALM BAY DEVELOPMENT  
CORPORATION**, a Florida corporation

Barbara Stueb

Ben J. Jefferies

Ben Jefferies, President

Greg A.

Barbara Stueb

Michael Selig

Michael Selig, Secretary

Greg A.

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